



BancBoston Leasing

June 22, 1990

0-176A064

The Honorable Noreta R. McGee
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, DC 20423

RECORDATION NO.

16835-A
FILED 1485

JUN 25 1990 -3 05 PM

INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

We have enclosed an original and one certified copy of the secondary document described below to be recorded pursuant to Section 11303 of Title 49 of the United States Code:

Amendment to Master Lease Agreement with the following exhibits:
Exhibit A - Equipment Schedule No. 2
Exhibit B & Letter - Certificate of Acceptance
Exhibit A (to Master Lease Agreement applicable to Schedule No. 2)
- Stipulated Loss Values

The primary document was recorded on April 16, 1990 at 12:25 PM.
Recordation No. 16835.

A fee of \$15.00 is enclosed. Please return the original document after recordation to BancBoston Leasing Inc., 100 Federal Street Boston, Massachusetts 02110.

Very truly yours,

BancBoston Leasing Inc.

By

Lisa Bermingham

Lisa Bermingham
Assistant Vice President

Enclosures: Equipment Schedule (2)

Interstate Commerce Commission
Washington, D.C. 20423

6/25/90

OFFICE OF THE SECRETARY

Lisa Bermingham
Assistant Vice President
Banc Boston Leasing
100 Federal Street
Boston, MA. 02110

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/25/90 at 3:05pm, and assigned recordation number(s). 16835-A

Sincerely yours,



Noreta R. McGee
Secretary


Enclosure(s)

RECORDATION NO. 16835A FILED 1425

JUN 25 1990 -3 05 PM
INTERSTATE COMMERCE COMMISSION

I, JOSEPH F. DURKIN, the undersigned notary public of the Commonwealth of Massachusetts, do hereby certify that I have compared with the original the copy of the document to which this certificate is attached and have found the copy to be complete and identical in all respects to the original document.

Given my hand and seal this 22nd day of JUNE, 1990.


Notary Public
My Commission Expires 12-14-91

JUN 25 1990 -3 05 PM

**AMENDMENT
TO MASTER LEASE AGREEMENT**

INTERSTATE COMMERCE COMMISSION

This AMENDMENT TO MASTER LEASE AGREEMENT, dated as of the 12th day of June, 1990, is made at Boston, Massachusetts, by and between BancBoston Leasing Inc. ("Lessor"), a Massachusetts corporation with its principal place of business at 100 Federal Street, Boston, Massachusetts 02110, and Rhone-Poulenc Inc. ("Lessee"), a New Jersey corporation with its principal place of business at Blackhorse Lane, Monmouth, New Jersey 08852.

WHEREAS, the Lessor and Lessee entered into a Master Lease Agreement (the "Master Lease Agreement"), dated as of February 27, 1990 and filed with and recorded by the Interstate Commerce Commission ("ICC") at Washington, D.C. at 12:35 p.m. on April 16, 1990 and bearing ICC Recordation No. 16835, covering "Equipment" (as that term is defined in the Master Lease Agreement), including Equipment described on Equipment Schedule No. 2 thereto; and

WHEREAS, the Lessor and Lessee desire to amend the Master Lease Agreement as set forth herein;

NOW, THEREFORE, in consideration of the premises and the mutual covenants herein contained, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Master Lease Agreement is amended as follows:

1. The following documents attached to the Master Lease Agreement are, as of the date hereof, superseded and replaced by the documents attached to this Amendment:

Exhibit A - Equipment Schedule No. 2

Exhibit B and Letter - Certificate of Acceptance to Equipment Schedule No. 2

Exhibit A (to Master Lease Agreement applicable to Equipment Schedule No. 2) - Stipulated Loss Values

2. Except as otherwise provided in this Amendment, all agreements, covenants and provisions in and attachments to the Master Lease Agreement shall remain in full force and effect and the Master Lease Agreement, as amended hereby, is ratified, continued, confirmed and retained in full force and effect as of the date the Master Lease Agreement was first recorded.

IN WITNESS WHEREOF, the Lessor and Lessee have executed this Amendment as of the day and year first above written.

BANCOSTON LEASING INC.
Lessor

[SEAL]

By Lisa M. Bermingham
Lisa M. Bermingham, A.V.P.

RHONE-POULENC INC.
Lessee

[SEAL]

By Miquel L. Weyeneth
Miquel L. Weyeneth Treasurer

Attachments

Exhibit A - Equipment Schedule No. 2
Exhibit B and Letter - Certificate of Acceptance
to Equipment Schedule No. 2
Exhibit A (to Master Lease Agreement applicable to
Equipment Schedule No. 2) - stipulated Loss Values

ACKNOWLEDGEMENT

STATE OF NEW JERSEY

COUNTY OF Middlesex

)
)
) ss:

On this 12th day of June 1990, before me personally appeared Miquelon L. Weyeneth to me personally known, who being by me duly sworn, says that (s)he is the Treasurer of Rhone-Poulenc Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[SEAL]

Josephine Perrucci
Notary Public
My commission expires _____

JOSEPHINE PERRUCCI
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Oct. 18, 1990

ACKNOWLEDGEMENT

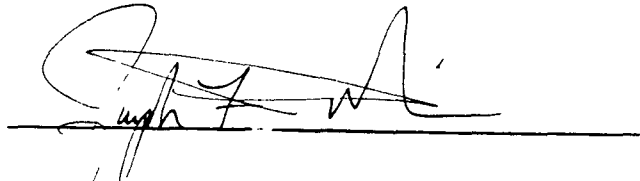
COMMONWEALTH OF MASSACHUSETTS

COUNTY OF SUFFOLK

)
)
) ss:

On this 21ST day of June 1990, before me personally appeared LISA M. BERMINGHAM to me personally known, who being by me duly sworn, says that (s)he is the ASSISTANT VICE PRESIDENT of BancBoston Leasing Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[SEAL]


My commission expires 12.14.91